

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	§	
	§	CASE NO. 21-30725 (DRJ)
BRAZOS ELECTRIC POWER	§	
COOPERATIVE, INC.,	§	Chapter 11
	§	
Debtor. <sup>1</sup>	§	

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**AGREED ORDER REGARDING EMERGENCY  
MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS TO COMPEL THE COOPERATIVE MEMBERS TO DE-DESIGNATE  
“HIGHLY CONFIDENTIAL” AND “CONFIDENTIAL” PRODUCED DOCUMENTS**

[Relates to Docket Nos. 729 and 736]

Upon the motion (the “Motion”)<sup>2</sup> of the Official Committee of Unsecured Creditors (the “Committee”) of Brazos Electric Power Cooperative, Inc. (the “Debtor”) for entry of an order, pursuant to the Protective Order, sections 105(a) and 107(b) of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 7026, 7034, 7037, and 9014(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); and each of the cooperative members (each, a “Member” and collectively the “Coop Members”)<sup>3</sup> having agreed to the relief set forth in this Agreed Order; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having reviewed the Motion; and upon all of the proceedings had before this Court;

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<sup>1</sup> The Debtor in this chapter 11 case, along with the last four digits of its federal tax identification number is: Brazos Electric Power Cooperative, Inc. (4729). Additional information regarding this case may be obtained on the website of the Debtor’s claims and noticing agent at <http://cases.stretto.com/Brazos>. The Debtor’s address is 7616 Bagby Avenue, Waco, TX 76712.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

<sup>3</sup> The Coop Members are: (1) Denton County Electric Cooperative, Inc., d/b/a CoServ Electric; (2) Mid-South Electric Cooperative Association; (3) United Electric Cooperative Services, Inc., d/b/a United Cooperative Services; (4) Tri-County Electric Cooperative, Inc.; (5) Comanche County Electric Cooperative Association; (6) Hamilton County Electric Cooperative Association; (7) J-A-C Electric Cooperative, Inc.; (8) South Plains Electric Cooperative, Inc.; (9) Heart of Texas Electric Cooperative, Inc.; (10) Cooke County Electric Cooperative Association, d/b/a PenTex Energy; (11) Navarro County Electric Cooperative, Inc.; (12) Bartlett Electric Cooperative, Inc.; (13) Navasota Valley Electric Cooperative, Inc.; and (14) Wise Electric Cooperative, Inc.

and after due deliberation and sufficient cause appearing therefor, it is **HEREBY AGREED AND ORDERED THAT:**

1. As a resolution of the Motion the Coop Members and the Committee agree that the Form 990s and financial statements produced to the Committee by the Coop Members on June 2, 2021 and June 4, 2021 (the “Confidential Production”), shall (a) be designated as “Confidential” within the meaning of paragraph 8(a) of the Protective Order, and (b) be filed and maintained under seal, pursuant to section 107(b) of the Bankruptcy Code and the terms and conditions of the Protective Order, until such time that each of the Coop Members consents in writing or the Court enters an order directing otherwise. For the avoidance of doubt, the Coop Members shall not be required to respond to the De-Designation Motion as required by paragraph 27(a) of the Protective Order.

2. For the avoidance of doubt, unless the Court orders otherwise the Committee shall not publicly disclose any part of the Confidential Production, including any summaries, demonstratives, or other analyses prepared based on the information contained in the Confidential Production, including, but not limited to, any disclosures in open Court, in a pleading (unless redacted or filed under seal), in a deposition, or to any proposed purchasers or other parties in connection with any sale processes, whether through a data room or otherwise, and shall otherwise adhere to their obligations under the Protective Order.

3. All rights of the parties are preserved in all respects, including the Committee’s right to seek to de-designate the Confidential Production at a later date pursuant to the terms of the Protective Order, and nothing contained in this Agreed Order shall constitute an agreement with respect to any other information that may be produced by any of the Coop Members in the future.

4. This Agreed Order shall constitute the entire agreement and understanding of the Parties relating to the subject matter hereof and supersedes all prior agreements and understandings relating to the subject matter.

5. The undersigned represent that they are authorized to execute this Agreed Order on behalf of the representative party for whom they have signed.

6. This Agreed Order shall not be modified, altered, amended, or vacated without the written consent of all of the Parties hereto or by order of the Court.

7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Agreed Order, and the Parties hereby consent to such jurisdiction to resolve any disputes or controversies arising from or related to this Agreed Order.

Signed: \_\_\_\_\_, 2021

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THE HONORABLE DAVID R. JONES  
CHIEF UNITED STATES BANKRUPTCY JUDGE

**AGREED TO BY:**

**PORTER HEDGES LLP**

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<sup>4</sup> The Ad Hoc Group consists of the following member-owner distribution cooperatives: Bartlett Electric Cooperative, Inc.; Comanche County Electric Cooperative Association; PenTex Energy; Hamilton County Electric Cooperative Association; Heart of Texas Electric Cooperative, Inc.; J-A-C Electric Cooperative, Inc.; Navasota Valley Electric Cooperative, Inc.; and Wise Electric Cooperative, Inc. See *Verified Statement of the Ad Hoc Group of Member-Owner Distribution Cooperatives Pursuant to Bankruptcy Rule 2019 and Request for Notice* [Docket No. 472].

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